

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

SEP 29 10 45 AM '03

In re:) Chapter 11
)
Conseco Finance Corp., et al.,¹)
)
Debtors.) Case No. 02-49675
) Honorable Carol A. Doyle
) (Jointly Administered)
)

BK 2 PG 133
W.E. DAVIS CH. CLK.

NOTICE OF (I) CONFIRMATION AND (II) DEADLINE FOR FILING (A) FINAL FEE APPLICATIONS
AND (B) REQUESTS FOR ALLOWANCE OF ADMINISTRATIVE CLAIMS AGAINST
THE FINANCE COMPANY DEBTORS

NOTICE IS HEREBY GIVEN THAT:

Confirmation of the Plan. On September 9, 2003, (the "Confirmation Date") the Court entered an order confirming the Finance Company Debtors' Sixth Amended Joint Liquidating Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code (the "Plan"). The Plan, the Plan Supplement and the Confirmation Order bind (i) the Finance Company Debtors, (ii) the Post-Consummation Estate, and the Plan Administrator on behalf of the Post-Consummation Estate, (iii) all Holders of Claims against and Interests in any Finance Company Debtor, regardless of whether such Holders are impaired under the Plan and, if so impaired, whether such Holders accepted or rejected, or are deemed to have accepted or rejected, the Plan, (iv) each Person acquiring property under the Plan, (v) all non-Finance Company Debtor parties to executory contracts and unexpired leases with any Finance Company Debtor, (vi) all Entities party to, or subject to, the settlements, compromises, releases, discharges, and injunctions described in the Plan or the Confirmation Order, and (vii) each of the respective heirs, successors, assigns, trustees, executors, administrators, affiliates, officers, directors, agents, representatives, attorneys, beneficiaries, or guardians, if any, of each of the foregoing.

To obtain a copy of the Plan or the Confirmation Order, please contact Bankruptcy Management Corporation at 1-888-909-0100 or visit www.bmccorp.net/conseco.

Anticipated Effective Date. The Finance Company Debtors' Plan became Effective on Monday, September 15, 2003, at 4:00 p.m., CT (the "Effective Date").

¹ The Finance Company Debtors comprise the following entities: (i) Conseco Finance Corp. and Conseco Finance Servicing Corp. (collectively, the "Initial Finance Company Debtors"), (ii) Conseco Finance Corp. - Alabama, Conseco Finance Credit Corp., Conseco Finance Consumer Discount Company, Conseco Finance Canada Holding Company, Conseco Finance Canada Company, Conseco Finance Loan Company, Rice Park Properties Corporation, Landmark Manufactured Housing, Inc., Conseco Finance Net Interest Margin Finance Corp. I, Conseco Finance Net Interest Margin Finance Corp. II, Green Tree Finance Corp. - Two, Conseco Agency of Nevada, Inc., Conseco Agency of New York, Inc., Green Tree Floorplan Funding Corp., Conseco Agency, Inc., Conseco Agency of Alabama, Inc., Conseco Agency of Kentucky, Inc., and Crum-Reed General Agency, Inc. (collectively, the "CFC Subsidiary Debtors"), (iii) Green Tree Finance Corp. - Five and Green Tree Residual Finance Corp. I (collectively, the "New Filing Entities") and (iv) Conseco Finance Credit Card Funding Corp. ("CFCCFC," together with the Initial Finance Company Debtors, the CFC Subsidiary Debtors, and the New Filing Entities, the "Finance Company Debtors").

Claims Objection Deadline. The Plan Administrator, on behalf of the Post-Consummation Estate, shall have the exclusive right to object to Claims for one year from the Effective Date, *provided, however*, that the Plan Administrator shall have the right to seek an extension of the Claims Objection Deadline.

Fee Applications of Professionals. Any professional seeking an allowance for compensation or reimbursement of expenses pursuant to sections 327, 328, 330 or 1103 of the Bankruptcy Code shall, on or before 4:00 p.m., CT, October 9, 2003, file with this Court and serve on the following entities a final application for professional fees and expenses:

Bankruptcy Counsel to the Debtors and Counsel to the Post-Consummation Estate Kirkland & Ellis 200 East Randolph Drive Chicago, Illinois 60601 <u>Attn:</u> Anup Sathy, Esq. and Roger Higgins, Esq.	The Office of the United States Trustee 227 West Monroe St. Suite 3350 Chicago, IL 60606 <u>Attn:</u> Richard Friedman, Esq. and Gretchen Silver, Esq.
Counsel to the Creditors' Committee Greenberg Traurig, P.C. 77 West Wacker Drive, Suite 2500 Chicago, Illinois 60601 <u>Attn:</u> Nancy Mitchell, Esq.	The Plan Administrator Anthony H. N. Schnelling Bridge Associates LLC 747 Third Avenue, Suite 32A New York, NY 10017

Executory Contracts and Unexpired Leases. Any executory contracts or unexpired leases that have not expired by their own terms on or prior to the Effective Date, which the Finance Company Debtors have not assumed and assigned or rejected with the approval of the Bankruptcy Court (whether as part of the Sale Transactions or otherwise), or that are not the subject of a motion to assume the same pending as of the Effective Date, shall be deemed rejected by the Finance Company Debtors on the Effective Date. The executory contracts assumed in connection with the Sale Transactions are detailed in each of the relevant Asset Purchase Agreements, available electronically at www.bmccorp.net/conseco.

Rejection Damages Bar Date. If the rejection of an executory contract or unexpired lease pursuant to Plan Consummation results in damages to the other party or parties to such contract or lease, any Claim for such damages, if not heretofore evidenced by a Proof of Claim that has been Filed, shall be forever barred and shall not be enforceable against the Finance Company Debtors, the Post-Consummation Estate, or their properties, successors or assigns, unless a Proof of Claim is Filed and served upon counsel to the Post-Consummation Estate and Bankruptcy Management Corp. on or before thirty (30) days after the later to occur of (i) the Effective Date; and (ii) the date of entry of an order by the Bankruptcy Court authorizing rejection of a particular executory contract or unexpired lease.

Administrative Claims Bar Date. The Court has fixed November 10, 2003 at 4:00 p.m. (central time) as the date (the "Administrative Claims Bar Date") by which all entities, including individuals, partnerships, corporations, estates, trusts and governmental units, as defined by 11 U.S.C. § 101(27), holding Administrative Claims (as defined below) against the Finance Company Debtors arising from and after December 17, 2002, through and including the Confirmation Date, must file a request for allowance of such Administrative Claims. Any person who asserts such an Administrative Claim and wishes to have such Administrative Claim allowed by the Court and paid by Finance Company Debtors must file a request for allowance of such Administrative Claim with Bankruptcy Management Corporation at the following address.

If by courier/hand deliver:

Bankruptcy Management Corp.
Attn: Conseco Finance, Inc. Claims Agent
1330 E. Franklin Avenue
El Segundo, CA 90245

or, if by mail:

Bankruptcy Management Corp.
Attn: Conseco Finance, Inc. Claims Agent

P.O. Box 1042
El Segundo, CA 90245-1042

All requests for allowance of Administrative Claims must be submitted in a form in accordance with the Bankruptcy Code, the Bankruptcy Rules and the local rules of the United States Bankruptcy Court for the Northern District of Illinois. **SHOULD YOU FAIL TO FILE A TIMELY REQUEST FOR ALLOWANCE OF AN ADMINISTRATIVE EXPENSE CLAIM, SUCH (A) CLAIM SHALL NOT BE ALLOWED BY THE COURT OR (B) PAID BY THE POST-CONSUMMATION ESTATE.**

For purposes of this Notice, an Administrative Claim is any Claim (as hereinafter defined) that arose from and after December 17, 2002, through and including the Confirmation Date, with respect to which a holder intends to seek priority of payment pursuant to sections 503 and 507(a)(1) of the Bankruptcy Code, except that holders of the following types of administrative expense claims need not file requests for allowance of such Claims by the Administrative Claims Bar Date: (i) administrative claims of professionals retained pursuant to sections 327, 328 and 1103 of the Bankruptcy Code and Fed. R. Bankr. P. 2014 and (ii) all fees payable and unpaid under 28 U.S.C. § 1930.

For purposes of this Notice, a Claim means (a) a right to payment whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, mature, unmatured (including potential and unmatured tort and contract claims), fully accrued, disputed, undisputed, legal, equitable, secured or unsecured or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to receive payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured (including potential and unmatured tort and contract claims), fully accrued, disputed, undisputed, secured or unsecured.

This Notice is being sent to you by order of the Bankruptcy Court.

Chicago, Illinois

Dated: September 15, 2003

KIRKLAND & ELLIS LLP

James H.M. Sprayregen, P.C. (ARDC No. 6190206)

Anne Marrs Huber (ARDC No. 6226828)

Anup Sathy (ARDC No. 6230191)

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Counsel for the Debtors and Debtors-In-Possession

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
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In re:)	Chapter 11
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Conseco Finance Corp., <u>et al.</u> , ¹)	Case No. 02-49675
)	Honorable Carol A. Doyle
Debtors.)	(Jointly Administered)
)	

**FINANCE COMPANY DEBTORS' NOTICE OF (A) ENTRY OF CONFIRMATION
ORDER AND (B) EFFECTIVE DATE**

(A) ENTRY OF CONFIRMATION ORDER

The United States Bankruptcy Court for the Northern District of Illinois (the "Court") entered an order (the "Confirmation Order") on September 9, 2003, confirming the Finance Company Debtors' Sixth Amended Joint Liquidating Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code (the "Plan"). (*See*, docket No. 5844).

If you wish to obtain a copy of the Plan or the Confirmation Order, please contact Bankruptcy Management Corporation ("BMC") at 1-888-909-0100.

(B) EFFECTIVE DATE

On September 15, 2003, at 4:00 p.m. central time, the Plan became Effective pursuant to its terms (the "Effective Date"). All conditions specified in Article X.B. of the Plan have been satisfied or waived in accordance with the Plan.

Executory Contracts and Unexpired Leases. Any executory contracts or unexpired leases that have not expired by their own terms on or prior to the Effective Date, which the Finance Company Debtors have not assumed and assigned or rejected with the approval of the Bankruptcy Court (whether as part of the Sale Transactions or otherwise), or that are not the subject of a motion to assume the same pending as of the Effective Date, are deemed rejected by the Finance Company Debtors on the Effective Date. The executory contracts assumed in connection with the Sale Transactions are detailed in each of the relevant Asset Purchase Agreements, available electronically at www.bmccorp.net/conseco.

¹ The Finance Company Debtors comprise the following entities: (i) Conseco Finance Corp. and Conseco Finance Servicing Corp. (collectively, the "Initial Finance Company Debtors"), (ii) Conseco Finance Corp. - Alabama, Conseco Finance Credit Corp., Conseco Finance Consumer Discount Company, Conseco Finance Canada Holding Company, Conseco Finance Canada Company, Conseco Finance Loan Company, Rice Park Properties Corporation, Landmark Manufactured Housing, Inc., Conseco Finance Net Interest Margin Finance Corp. I, Conseco Finance Net Interest Margin Finance Corp. II, Green Tree Finance Corp. - Two, Conseco Agency of Nevada, Inc., Conseco Agency of New York, Inc., Green Tree Floorplan Funding Corp., Conseco Agency, Inc., Conseco Agency of Alabama, Inc., Conseco Agency of Kentucky, Inc., and Crum-Reed General Agency, Inc. (collectively, the "CFC Subsidiary Debtors"), (iii) Green Tree Finance Corp. - Five and Green Tree Residual Finance Corp. I (collectively, the "New Filing Entities") and (iv) Conseco Finance Credit Card Funding Corp. ("CFCCFC," together with the Initial Finance Company Debtors, the CFC Subsidiary Debtors, and the New Filing Entities, the "Finance Company Debtors").

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Transfer of Assets to Post-Consummation Estate. Pursuant to the terms of the Plan and the Post-Consummation Estate Agreement, all assets of the Finance Company Debtors are hereby transferred to the Post-Consummation Estate; provided, however, that such assets do not include any assets identified by the Plan Administrator as being excluded from the transfer of assets by the Finance Company Debtors to the Post-Consummation Estate.

Chicago, Illinois

Respectfully submitted,

Dated: September 15, 2003

KIRKLAND & ELLIS LLP


James H. M. Sprayregen, P.C. (ARDC No. 6190206)

Anne Marrs Huber (ARDC No. 6226828)

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